

SUBORDINATION AGREEMENT

The lien of that certain Deed of Trust dated the 15th day of August, 2003, executed and delivered by Brian D. Walhood and Kelly Walhood to J. Patrick Caldwell, Trustee for BancorpSouth Bank, Beneficiary, recorded in the office of the Chancery Clerk of DeSoto County, Mississippi in Book 1807, Page 667, securing an indebtedness in the sum of \$50,000.00, and the lien of that certain Deed of Trust dated the 4th day of August, 2008, executed and delivered by Brian D. Walhood and Kelly Walhood to J. Patrick Caldwell, Trustee for BancorpSouth Bank, Beneficiary, recorded in the office of the Chancery Clerk of DeSoto County, Mississippi in Book 2933, Page 410, securing an indebtedness in the sum of \$50,000.00, are hereby subordinated to that certain Deed of Trust from Brian D. Walhood and Kelly Walhood to J. Patrick Caldwell, Trustee for BancorpSouth Bank, Beneficiary, securing an indebtedness in the sum of \$249,100.00, executed on the 5th day of February, 2009, and recorded in Book 2993, Page 725, of the Records of Deeds of Trust in the Office of the Chancery Clerk of DeSoto County, Mississippi. Said Deed of Trust is secured by the following described property, to-wit:

Lot 124, Section B, Belmor Lakes situated in Section 16, Township 2 South, Range 6 West, DeSoto County, Mississippi as per plat recorded in Plat Book 80, Page 30, Chancery Clerk's Office, DeSoto County, Mississippi.

WITNESS the signature of the duly authorized officer of BancorpSouth Bank, this the

5th day of February, 2009.

BANCORPSOUTH BANK

By: [Signature]

Its: Senior Vice President (Title)

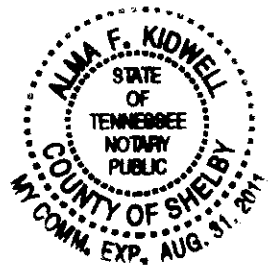
STATE OF MISSISSIPPI
COUNTY OF DESOTO

Personally appeared before me, the undersigned authority in and for said County and State, within my jurisdiction, on this the 5th day of FEBRUARY, 2009, the within named ANTHONY S. VANDERFORD in his official capacity as SR. V.P. of BancorpSouth Bank, who acknowledged that he executed and delivered the above and foregoing instrument as his free and voluntary act and deed after having been first duly authorized so to do.

[Signature]
NOTARY PUBLIC

My Commission Expires: 8-31-2011

Prepared by and return to: JAMES E. WOODS
Watkins Ludlam Winter & Stennis, P.A.
Post Office Box 1456, Olive Branch, MS 38654
662-895-2996



#00931.32438 WALHOOD